

SOM DISTILLERIES AND BREWERIES LIMITED

Registered Office: I-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029
Phone: +91-11-26169909, 26169712 Fax: +91-11-26195897

Corporate Office: SOM House, 23, Zone II, M.P. Nagar, Bhopal, Madhya Pradesh – 462011
Phone: +91-755-4278827, 4271271 Fax: +91-755-2557470

Email : compliance@somindia.com **Website:** www.somindia.com

CIN : L74899DL1993PLC052787

(BSE : 507514, NSE : SDBL)



SDBL/BSE/NSE/2023

03.01.2023

To

The Manager, Listing Department, NATIONAL STOCK EXCHANGE OF INDIA LIMITED 'Exchange Plaza' C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. cmlist@nse.co.in Security ID: SDBL	Dy. General Manager, Department of Corporate Services, BSE LIMITED, First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. corp.compliance@bseindia.com Security ID: 507514
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SUB: NEWSPAPERS ADVERTISEMENT - CANCELLATION OF EXTRA-ORDINARY GENERAL MEETING

Dear Sir/Madam,

In terms of Regulation 30 and Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith advertisements published in newspapers i.e. cancellation of Extra-Ordinary General Meeting.

The above-mentioned advertisement is published in Business Standard Hindi and Business Standard English, newspapers on January 3, 2023.

The same has also been uploaded on the Company's www.somindia.com.

This is for your information and records please.

For Som Distilleries and Breweries Limited

Om Prakash Singh
CS & Compliance Officer
A27546

CIAL COCHIN INTERNATIONAL AIRPORT LTD.
 CIAL/CIVIL/590, 595 03.01.2023

TENDER NOTICE

Sealed item rate tenders are invited from reputed agencies for the works mentioned below at Cochin International Airport, Nedumbassery.

S.No.	Name of Work	Estimated Amount (Rs.)	EMD (Rs.)	Period of Contract
1.	Construction of PD point facility for ARFF	168 lakhs	3,00,000/-	04 months
2.	Construction of emergency exit road, northern side perimeter road and associated drain works	577 lakhs	10,00,000/-	06 months

For more details visit our website www.cial.aero

Sd/-
MANAGING DIRECTOR

SOM DISTILLERIES AND BREWERIES LIMITED

Registered Office: I-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029 Phone: +91-11-26199009, 26169712 Fax: +91-11-26195897
 Corporate Office: SOM House, 23, Zone II, M.P. Nagar, Bhopal (M.P.)-462011
 Phone: +91-755-4278827, 4271271 Fax: +91-755-2957470 Email: compliance@somindia.com
 Website: www.somindia.com CIN: L74989DL1993PLC052787 (BSE: 507514, NSE: SDBL)

CANCELLATION OF EXTRA-ORDINARY GENERAL MEETING

This is in continuation to Company's EGM Notice dated Friday, December 9, 2022, published in the newspaper on December 16, 2022 regarding convening an Extra-Ordinary General Meeting ("EGM") of the members of the Company scheduled to be held on Saturday, January 7, 2023.

This is to inform that the Board on January 2, 2023 have concluded that in view of unforeseen / unavoidable circumstances, the EGM scheduled to be held on Saturday, January 7, 2023 shall stand cancelled.

The information contained in this Notice is also available on the Company's website www.somindia.com, on the website of the National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

Place: Bhopal Date: 02.01.2023 By Order of the Board For Som Distilleries and Breweries Limited Nakul Sethi, Director

CYIENT

Cyient Limited, 4th Floor, 'A' Wing, Plot No. 11, Software Units Layout, Infocity, Madhapur, Hyderabad - 500 081. Ph: 040 - 67641322, Email: company.secretary@cyient.com, Website: www.cyient.com CIN: L72200TG1991PLC013134

NOTICE

Notice is hereby given that, pursuant to Regulation 47 read with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Board of Directors of the Company will be held at Hyderabad on Thursday, 12 January 2023, *inter alia*, to take on record the un-audited financial results for the quarter and nine months ended 31 December 2022.

For Cyient Limited
Sd/-
Ravi Kumar Nukala
Dy. Company Secretary

Place: Hyderabad Date: 2 January 2023

SBI Stressed Assets Management Branch
Coimbatore - 641037. Phone No: 0422-2245452

ENGINEERING COMPANY FOR SALE
(Under SARFAESI Act)

29.58 acres of land with Building, Plant, Machineries, Furnitures, Fixtures at **Pudukudi Village, Boothalur SRO, TANJORE DISTRICT, TAMILNADU** is for e-auction sale on 11.01.2023.

Reserve Price : Rs. 13,95,00,000/-
EMD : Rs. 1,39,50,000/-

For further details please visit : <https://ibapi.in/> and <https://bank.sbi>
Location : 10.719629, 78.891296

Contact No:
A.Anantha Raja - 88979 63630 / CT. Adaikappan - 95665 50698

न्यायालय अपर जिला दण्डाधिकारी इन्दौर
(डॉ. अभय बेडेकर अपर कलेक्टर जिला इन्दौर कक्ष क्रमांक 103)

प्रकरण क्रमांक/361/बी-121/2022-23 इन्दौर, दिनांक 28.12.2022

क्रमांक/1398/अकरी/22 उपस्थिति बाबद सूचना

प्रति,
1. चक्री लाल शर्मा,
2. श्रीमती ममता पति चक्री लाल शर्मा,
सभी का पता- प्रकोष्ठ क्रं. 103, श्रीकृष्णा एवेन्यू, 14-ए, सिलिकॉन सिटी, निहालपुर मुण्ड्री, इंदौर
3. विजेन्द्र ठाकुर पिता श्रीराम नरेश सिंह पता- प्रकोष्ठ नं. 204, साई लीला अर्पा, 85 धनवंदी नगर, इंदौर

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प्रार्थी भारतीय स्टेट बैंक, तर्फे प्राधिकृत अधिकारी, पता- आर.ए.सी.पी.सी. स्टेट बैंक काम्पलेक्स, जी.पी.ओ. के पास, ए.बी. रोड इंदौर द्वारा निवेदन किया कि बंधक संपत्ति प्रकोष्ठ क्रं. 103, श्रीकृष्णा एवेन्यू, 14-ए, सिलिकॉन सिटी, निहालपुर मुण्ड्री, इंदौर पर बकाया ऋण राशि का चुकारा आपके द्वारा नही किया गया और नही प्रतिभूति सम्पत्ति का कब्जा ही सौंपा गया है। अतः वितीय आस्तियों का प्रतिभूतिकरण एवं पुर्नगठन और प्रतिभूतिहिन प्रवर्तन अधिनियम की धारा 14 में प्रतिभूति के रूप में रखी संपत्ति का कब्जा दिलाया जावे।

अतः इस संबंध में एतद द्वारा सूचित किया जाता है कि मामले की सुनवाई हेतु न्यायालय अपर कलेक्टर जिला इन्दौर कक्ष नंबर 103 में दिनांक 04/01/2023 को अपरान्ह 3-00 बजे होगी। आप प्रकरण के सं बंध में समस्त दस्तावेज व साक्ष्य सहित उपस्थित रहे। आपकी अनुपस्थिति की दशा में प्रकरण में एक पक्षीय कार्यवाही की जावेगी।

अपर जिला दण्डाधिकारी जिला इन्दौर

APPENDIX IV
[See rule 8 (1)]
POSSESSION NOTICE
(for immovable property)

Whereas, The undersigned being the Authorized Officer of **INDIABULLS HOUSING FINANCE LIMITED (CIN:L65922DL2005PLC136029)** under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 and in exercise of powers conferred under Section 13 (12) read with Rule 3 of the Security Interest (Enforcement) Rules, 2002 issued Demand Notice dated 28.08.2021 calling upon the Borrower(s) **RAGHVENDRA SINGH TOMAR PROPRIETOR OF FAITH BUILDERS & DEVELOPERS AND POOJA SINGH TOMAR** to repay the amount mentioned in the Notice being **Rs. 1,12,01,645.48 (Rupees One Crore Twelve Lakh One Thousand Six Hundred Forty Five And Paise Forty Eight Only)** against Loan Account No. **HLLBHP00329965** as on 09.08.2021 and interest thereon within 60 days from the date of receipt of the said Notice.

The Borrower having failed to repay the amount, Notice is hereby given to the Borrower and the public in general that the undersigned has taken **symbolic possession** of the property described herein below in exercise of powers conferred on him under Sub-Section (4) of Section 13 of the Act read with Rule 8 of the Security Interest (Enforcement) Rules, 2002 on 28.12.2022.

The Borrower(s) in particular and the public in general is hereby cautioned not to deal with the property and any dealings with the property will be subject to the charge of **INDIABULLS HOUSING FINANCE LIMITED** for an amount of **Rs.1,12,01,645.48 (Rupees One Crore Twelve Lakh One Thousand Six Hundred Forty Five And Paise Forty Eight Only)** as on 09.08.2021 and interest thereon.

The Borrower's attention is invited to provisions of Sub-Section (8) of Section 13 of the Act in respect of time available, to redeem the secured assets.

DESCRIPTION OF THE IMMOVABLE PROPERTY

ALL THAT PIECE AND PARCEL OF PROPERTY BEING FREE HOLD LAND BEARING KHASARA No. 44/11/26/1, ADMEASURING 16000 SQ FT (0.37 ACRE), SITUATE AT VILLAGE CHUNA BHATTI, MUNICIPAL WARD No. 49, PATWARI HALKA No. 40, TEHSIL HUZUR, DISTRICT BHOPAL - 462016 MADHYA PRADESH WHICH IS BOUNDED AS UNDER.

EAST BY :ROAD WEST BY :GOVT. LAND
NORTH BY :OTHER LAND SOUTH BY :LAND OF MR. BHARAT DESAI

Sd/-
Date : 28.12.2022 Authorized Officer
Place : BHOPAL INDIABULLS HOUSING FINANCE LIMITED

न्यायालय अपर जिला दण्डाधिकारी इन्दौर
(डॉ. अभय बेडेकर अपर कलेक्टर जिला इन्दौर कक्ष क्रमांक 103)

प्रकरण क्रमांक/356/बी-121/2022-23 इन्दौर, दिनांक 28.12.2022

क्रमांक/1398/अकरी/22 उपस्थिति बाबद सूचना

प्रति,
1. श्रीमती सरोज पति स्व. नरेन्द्र निगम
2. युवराज पिता स्व. नरेन्द्र निगम
3. श्री अथर्व निगम तर्फे पालनकर्ता श्रीमती सरोज निगम सभी का पता- मकान नं. 38, शहीद हेमू कालानी नगर, गाडराखेड़ी इंदौर

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प्रार्थी भारतीय स्टेट बैंक, तर्फे प्राधिकृत अधिकारी, पता- आर.ए.सी.पी.सी. स्टेट बैंक काम्पलेक्स, जी.पी.ओ. के पास, ए.बी. रोड इंदौर द्वारा निवेदन किया कि बंधक संपत्ति मकान नं. 38, शहीद हेमू कालानी नगर, गाडराखेड़ी इंदौर पर बकाया ऋण राशि का चुकारा आपके द्वारा नही किया गया और नही प्रतिभूति सम्पत्ति का कब्जा ही सौंपा गया है। अतः वितीय आस्तियों का प्रतिभूतिकरण एवं पुर्नगठन और प्रतिभूतिहिन प्रवर्तन अधिनियम की धारा 14 में प्रतिभूति के रूप में रखी संपत्ति का कब्जा दिलाया जावे।

अतः इस संबंध में एतद द्वारा सूचित किया जाता है कि मामले की सुनवाई हेतु न्यायालय अपर कलेक्टर जिला इन्दौर कक्ष नंबर 103 में दिनांक 04/01/2023 को अपरान्ह 3-00 बजे होगी। आप प्रकरण के सं बंध में समस्त दस्तावेज व साक्ष्य सहित उपस्थित रहे। आपकी अनुपस्थिति की दशा में प्रकरण में एक पक्षीय कार्यवाही की जावेगी।

अपर जिला दण्डाधिकारी जिला इन्दौर

MANAPPURAM HOME FINANCE LTD
FORMERLY MANAPPURAM HOME FINANCE PVT LTD
CIN: U65923K12010PIC039179

Unit 301-315, 3rd Floor, A wing, Kanakia Wall Street, Andheri-Kurla Road, Andheri East, Mumbai - 400093, contact No.022-68194000/022-66211000.

POSSESSION NOTICE
(For Immovable Property)

Whereas, the undersigned being the authorised officer of Manappuram Home Finance Ltd ("MAHOFIN") under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest "Act", 2002 (54 of 2002) and in exercise of powers conferred under section 13(12) read with rule 9 of the security interest (Enforcement) Rules, 2002 issued a Demand Notice calling upon the borrowers and co-borrowers to repay the amount mentioned in the notice and Interest thereon within 60 days from the date of receipt of the said notice. The borrower having failed to repay the amount, notice is hereby given to the borrower and the public in general that the undersigned has taken Symbolic possession of the property described herein below in exercise of powers conferred on him/her under section 13(4) of the said "Act" read with rule 9 of the said rules. The borrower in particular and the public in general is hereby cautioned not to deal with the property and any dealings with the property will be subject to the charge of the Manappuram Home Finance Ltd as mentioned below for each of the respective properties:

Sr. No.	Name of Borrower and Co-borrower and Loan account number	Description of Secured Asset in respect of which Interest has been created	Date of Demand Notice sent & Outstanding Amount	Date of possession
1	NIRMALA SONGARA, DINESH SONGARA/ MA90COLONS000005007599/ YESWANT NIVAS INDORE	H. NO. 29, khasara no. 337/3 VILLAGE BEGANDA , TEHSIL DEPALPUR , DISTRICT INDORE Indore, P.O.AGRA, INDORE, MADHYA PRADESH, Pin: 453115 H. NO. 29, khasara no. 337/3 VILLAGE BEGANDA , TEHSIL DEPALPUR , DISTRICT INDORE Indore, P.O.AGRA, INDORE, MADHYA PRADESH, Pin: 453115	10-10-2022 & 200361/-	29-12-2022

Date: 03-01-2023, Place: Indore Sd/- Authorised Officer, Manappuram Home Finance Ltd

[This is an Advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. This is not an announcement for offer document. All Capitalized terms used herein and not defined herein shall have the meaning assigned to them in the Letter of Offer dated November 21, 2022 (the "Letter of Offer" or "LOF") filed with BSE Limited ("BSE") and the Securities and Exchange Board of India ("SEBI") for information and dissemination on SEBI's website pursuant to proviso to Regulation 3 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations")]

SMC CREDITS LIMITED

Our Company was incorporated as Meetu Finance Private Limited on July 15, 1992 under the Companies Act, 1956 with the Registrar of Companies, Delhi and Haryana. The name of our Company was changed to SMC Credits Private Limited and fresh Certificate of Incorporation consequent on name change dated June 08, 1995 was issued. Subsequently, our Company was converted into a public limited company and a fresh certificate of incorporation dated July 12, 1995 was issued by the RoC consequent upon conversion, recording the change in the name of our Company to SMC Credits Limited. The Corporate Identification Number of our Company is L65910DL1992PLC049566. For details of changes in the name and Registered Office of our Company, please refer to "General Information" on page 27 of the Letter of Offer.

Registered Office: 24, Ashoka Chambers, 5-B, Pusa Road, Rajindra Park, New Delhi - 110060, India
 Contact Person: Ms. Kaira Dewani, Company Secretary and Compliance Officer
 Telephone: +91 11 4501 2820 / 4501 2880, Email: smccorp011@gmail.com, Website: www.smccredits.com

Promoters of our Company: Focal Leasing and Credits Limited

ISSUE OF 1,50,33,300 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 10 PER EQUITY SHARE AGGREGATING TO ₹ 1,503 LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 3 (THREE) EQUITY SHARES FOR EVERY 2 (TWO) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. FRIDAY, NOVEMBER 25, 2022 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 69.

BASIS OF ALLOTMENT

NOTICE TO ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY

The Board of Directors of SMC Credits Limited wishes to thank all its shareholders and investors for their response to the issue which opened for subscription on Monday, December 12, 2022 and closed on Monday, December 26, 2022 and the last date for market renunciation of Rights Entitlements was Wednesday, December 14, 2022. Out of the total 491 Applications for 1,51,21,746 Equity Shares, 483 Applications for 85,431 Equity Shares were rejected on the basis of Ground for technical rejections as disclosed in the Letter of Offer.

The total number of fully valid applications received were 491 Applications for 1,51,21,746 Equity Shares. In accordance with the Letter of Offer and on the basis of allotment finalized on December 29, 2022, in consultation with the Registrar to the Issue and BSE Limited, the Designated Stock Exchange for the Issue, the Company has on December 29, 2022 allotted 1,50,33,300 Equity Shares to the successful applicants. All valid applications have been considered for Allotment.

1. Breakup of application forms received and rejected from the Shareholders and the Renounces is as under:

Category	Gross			Less: rejections/Partial amount			Valid		
	Appl	Equity Shares	Amount (Rs.)	Appl	Equity Shares	Amount (Rs.)	Appl	Equity Shares	Amount (Rs.)
Eligible Equity Shareholders	8	1,50,36,315	15,03,63,150	0	0	0	8	1,50,36,315	15,03,63,150
Renounces	0	0	0	0	0	0	0	0	0
Rejected Bid	483	85,431	8,54,310	483	85,431	8,54,310	0	0	0
Total	491	1,51,21,746	15,12,17,460	483	85,431	8,54,310	8	1,50,36,315	15,03,63,150

2. The break up of valid Applications (including ASBA applications) is given below:

Category	No. of Valid Applications (including ASBA Applications Received)	No. of Rights Equity Shares accepted and allotted against Rights Entitlement (A)	No. of Rights Equity Shares accepted and allotted against Additional Applied (B)	Total Rights Equity Shares accepted and allotted (A+B)
Shareholders	8	1,20,20,550	30,12,750	1,50,33,300
Renounces	0	0	0	0
Total	8	1,20,20,550	30,12,750	1,50,33,300

3. Information regarding total valid applications received

Category	Applications		Rights Equity Shares Applied for		Rights Equity Shares Allotted	
	Number	%	Number	Value	Number	Value
Shareholders	8	100.00	1,50,36,315	15,03,63,150	1,50,33,300	15,03,33,000
Renounces	0	0	0	0	0	0
Total	8	100.00	1,50,36,315	15,03,63,150	1,50,33,300	15,03,33,000

Intimations for Allotment / Refund / Rejection cases: The dispatch of allotment advice cum refund intimation and reason for rejection, as applicable, to the investors has been completed on January 2, 2023. The instructions to SCSBs for unblocking funds in case of ASBA Applications were given on December 29, 2022. The Listing application was executed with BSE on December 29, 2022 and subsequently, the listing approval was received on December 30, 2022. The Credit of Equity Shares in the dematerialized form to respective demat accounts of allottees will be completed on or before January 03, 2023. For further details please see "Terms of the Issue" on page number 69 of the LOF Pursuant to the listing and trading approvals granted / to be granted by BSE, the Rights Equity Shares Allotted in the issue is expected to commence trading on BSE on or before January 05, 2023. In accordance with the SEBI circular dated January 22, 2020, the request for extinguishment of rights entitlement with NSDL and CDSL is expected to be completed on January 03, 2023.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

DISCLAIMER CLAUSE OF SEBI

The Letter of offer has been filed with SEBI in terms of SEBI ICDR Regulations for dissemination purpose only

DISCLAIMER CLAUSE OF BSE

"It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the letter of offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the Disclaimer clause of the BSE Limited."

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
<p>SUNDAE</p> <p>Sundae Capital Advisors Private Limited 3rd Floor, C - 11, Community Centre Janak Puri, New Delhi - 110 058 Telephone: +91 11 4914 9740 E-mail Id: smc.rights@sundaecapital.com Investor grievance e-mail Id: grievance_mb@sundaecapital.com Contact person: Anchal Lohia/ Manisha Sharma Website: www.sundaecapital.com SEBI registration number: INM000012494</p>	<p>BEETAL</p> <p>Beetal Financial & Computer Services Private Limited Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi - 110 062 Telephone: +91 11 2996 1281 - 83, Fax: +91 11 2996 1284 E-mail Id: beetalha@gmail.com Contact person: S P Gupta Website: www.beetalfinancial.com SEBI registration number: INR00000262</p>	<p>SMC CREDITS LIMITED Ms. Kaira Dewani 24, Ashoka Chambers, 5-B, Pusa Road, Rajindra Park, New Delhi 110060 Telephone: +91 11 4501 2820 / 4501 2880 E-mail Id: smccorp011@gmail.com Website: www.smccredits.com</p>

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post-issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar with a copy to the SCSBs, giving full details such as name, address of the applicant, contact numbers, e-mail address of the sole / first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked, ASBA Account Number and the Designated Branch of the SCSBs where the application form or the plain paper application, as the case may be, was submitted by the investors along with a photocopy of the acknowledgement. For details on the ASBA process, see "Terms of the Issue" on page 69 of the letter of offer.

THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES OR THE BUSINESS PROSPECTUS OF THE COMPANY.

For SMC Credits Limited
 On behalf of Board of Directors
 Sd/-
Rajesh Goenka
 Whole-Time Director and CFO

Place: New Delhi
 Date: January 02, 2023

The Letter of Offer is available on the website of SEBI at www.sebi.gov.in, on the website of BSE Limited at www.bseindia.com, on the website of Lead Manager to the Issue i.e. Sundae Capital Advisors Private Limited at www.sundaecapital.com, on the website of Registrar to the Issue www.beetalfinancial.com and on the website of the Company at www.smccredits.com. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see section titled "Risk Factors" on page 15 of the Letter of Offer.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1993, as amended ("Securities Act"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except in a transaction not subject to, or exempt from, the registration requirements of the securities act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares were offered and sold only to persons outside the United States in offshore transactions as defined in and in reliance on Regulations under the securities act ("Regulations"). There was no public offering in the United States.